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**From:** Wall, William D [William.Wall@cbs.com]  
**Sent:** 6/22/2010 6:51:15 PM  
**To:** 'JMPREBLE@up.com' [JMPREBLE@up.com]  
**CC:** Smith, Richard K [richard.smith@cbs.com]  
**Subject:** RE: CBS Request for Entry - Folder 2528-17  
**Attachments:** Compton Railroad Access Agreement July 2009 Markup and Transmittal.pdf

Thank you, Joan, for your response. Attached is the original markup of the agreement. As I understand, Union Pacific has agreed to delete Article 10, the Confidentiality provision. CBS has acquiesced to the remaining language of the agreement with the exception of the indemnity provisions and possibly the punitive damage provision of the insurance requirements. CBS requests the insertion of a clause excluding consequential damages in Sections 5, 6, 9 and 10 of Exhibit B as well as the other marked changes to Paragraph 9 of Exhibit B. With respect to Paragraph H of Exhibit C, CBS understands that such deletion of the punitive damages exclusion is only where permitted by law.

Thank you for your consideration.

Bill

William D. Wall  
Vice President, Senior Counsel  
CBS Law Department  
CBS Corporation  
20 Stanwix Street, 10th Floor  
Pittsburgh, PA 15222-1384  
Work: 412-642-3580  
Fax: 412-642-3923  
E-mail: [william.wall@cbs.com](mailto:william.wall@cbs.com)

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**From:** JMPREBLE@up.com [mailto:JMPREBLE@up.com]  
**Sent:** Monday, June 21, 2010 10:36 AM  
**To:** Wall, William D  
**Cc:** 'LHAMMOND@up.com'  
**Subject:** RE: CBS Request for Entry - Folder 2528-17

Please provide your requested language changes in writing. I will then forward to our Law Department. That is the way we have to do it.

THANKS

"Wall, William D" <William.Wall@cbs.com>

06/21/2010 08:46 AM

To "JMPREBLE@up.com" <JMPREBLE@up.com>  
cc "LHAMMOND@up.com" <LHAMMOND@up.com>  
Subject RE: CBS Request for Entry - Folder 2528-17

Thanks for the response, Joan. I don't think we have any environmental issues yet...just contractual issues. Counsel for California Division of Toxic Substances Control requested a conference call to see whether she could assist in resolving the outstanding contractual issues.

Bill

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**From:** JMPREBLE@up.com [mailto:JMPREBLE@up.com]  
**Sent:** Friday, June 18, 2010 4:53 PM  
**To:** Wall, William D  
**Cc:** LHAMMOND@up.com  
**Subject:** RE: CBS Request for Entry - Folder 2528-17

I have not yet had a chance to review.

Any environmental issues will need to go through our Environmental Department, Lee Hammond at 402-544-8826.

"Wall, William D" <William.Wall@cbs.com>

06/18/2010 03:34 PM

To "'JMPREBLE@up.com'" <JMPREBLE@up.com>  
cc

Subject RE: CBS Request for Entry - Folder 2528-17

Joan, I'm just following up on my e-mail below and my voicemail to you. Please advise if and when you're available for a conference call with the California Division of Toxic Substances Control at your earliest convenience.

Thank you.

Bill

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**From:** Wall, William D  
**Sent:** Monday, June 14, 2010 2:06 PM  
**To:** 'JMPREBLE@up.com'  
**Subject:** CBS Request for Entry - Folder 2528-17

Joan, I'm just following up on my voicemail to you regarding the subject Request for Entry. CBS appreciates your willingness to delete the confidentiality paragraph of the agreement. However, there are two provisions which remain troublesome for CBS; the lack of an exclusion for consequential damages and the punitive damages exclusion provision. CBS requests that you reconsider your position on these provisions. Further, counsel for the California Division of Toxic Substances Control, who is requesting that CBS seek access to your client's property, has asked for the opportunity to have a conference call among the three of us to discuss.

Thanks,

Bill

William D. Wall  
Vice President, Senior Counsel  
CBS Law Department  
CBS Corporation  
20 Stanwix Street, 10th Floor  
Pittsburgh, PA 15222-1384  
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